

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: Case No. 12-12020 (MG)
Residential Capital, LLC, et al., :
: Jointly Administered
Debtors. :
:
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**DECLARATION OF KENNETH H. ECKSTEIN IN SUPPORT
OF OBJECTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO THE DEBTORS' MOTION PURSUANT TO FED. R. BANKR. P. 9019 FOR
APPROVAL OF THE RMBS TRUST SETTLEMENT AGREEMENTS**

I, Kenneth H. Eckstein, hereby declare, pursuant to 28 U.S.C. §1746, that the following is true and correct to the best of my knowledge, information and belief:

1. I am counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the chapter 11 cases (the “Chapter 11 Cases”) of the above captioned debtors and debtors-in-possession (collectively, the “Debtors”). I make this declaration (the “Declaration”) in support of the Committee’s Objection dated December 3, 2012 (the “Objection”) to the Debtors’ motion (as supplemented, the “9019 Motion”) [Dkt. Nos. 320, 1176, 1887] for approval of a proposed settlement (the “RMBS Trust Settlement” or the “Settlement”).

2. Attached to my Declaration are the following Exhibits referenced in the Committee’s Objection:

Exhibit A	Excerpts from Transcript of Proceedings, <i>In re: Residential Capital, LLC, et al.</i> , Case No. 12-12020 (MG), dated October 10, 2012.
Exhibit B	Excerpts from Deposition Transcript of Jeffrey Cancelliere, dated November 14, 2012.

Exhibit C	Fortace Analysis: PLS Demand Data Summary [Bates No. RC-9019_00045459] (Expert Exhibit 7, marked during the deposition of Frank Sillman, November 20, 2012).
Exhibit D	Excerpts from Deposition Transcript of Frank Sillman, dated November 20, 2012.
Exhibit E	Excerpts from Deposition Transcript of Thomas Marano, dated November 12, 2012.
Exhibit F	Email from William Solomon dated October 19, 2011 attaching Letter from Kathy Patrick dated October 17, 2011 [Bates Nos. ALLY_0212895 – ALLY_0212899] (Exhibit 48, marked during the deposition of Thomas Marano, November 12, 2012).
Exhibit G	Letter from William Solomon to Kathy Patrick dated October 21, 2011 [Bates No. RC-9019_00048954] (Exhibit 121, marked during the deposition of Timothy Devine, November 19, 2012).
Exhibit H	Email from William Solomon dated October 26, 2011 attaching Letter from Kathy Patrick dated October 25, 2011 [Bates Nos. ALLY_PEO_0042786- ALLY_PEO_0042787] (Exhibit 51, marked during the deposition of Thomas Marano, November 12, 2012).
Exhibit I	Excerpts from Deposition Transcript of Tammy Hamzehpour, dated November 13, 2012.
Exhibit J	Excerpts from Deposition Transcript of Timothy Devine, dated November 19, 2012.
Exhibit K	Excerpts from Transcript of Proceedings, <i>In re: Residential Capital, LLC, et al.</i> , Case No. 12-12020 (MG), dated October 4, 2012.
Exhibit L	Email from Timothy Devine to Gary Lee and Tammy Hamzehpour dated April 17, 2012 [Bates No. RC-9019_00048956] (Exhibit 76 marked during the deposition of Tammy Hamzehpour, November 13, 2012).

Exhibit M	Email from Tammy Hamzehpour to Timothy Devine, dated April 23, 2012 [Bates No. RC-9019_00061443] (Exhibit 79 marked during the deposition of Tammy Hamzehpour, November 13, 2012).
Exhibit N	Excerpts from Deposition of John Ruckdaschel, dated November 8, 2012.
Exhibit O	Email chain between Jeff Cancelliere, Timothy Devine, Tammy Hamzehpour, John Ruckdaschel and others, dated May 7, 2012 [Bates Nos. RC-9019_00049157 – RC-9019_00049159] (Exhibit 41, marked during the deposition of John Ruckdaschel, November 8, 2012).
Exhibit P	Email from Timothy Devine to Gary Lee dated May 9, 2012 [Bates No. RC-9019_00049196] (Exhibit 147, marked during the deposition of Timothy Devine, November 19, 2012).
Exhibit Q	Email from Noah Ornstein, dated May 12, 2012 [Bates No. RC-9019_00050446].
Exhibit R	Email from Timothy Devine dated May 12, 2012 [Bates No. RC-9019_00050455] (Exhibit 154, marked during the deposition of Timothy Devine, November 19, 2012).
Exhibit S	Form 10-Q for Ally Financial Inc., dated March 27, 2012 (Exhibit 93, marked during the deposition of John Mack, November 14, 2012).
Exhibit T	Email chain between Jamie Levitt, Timothy Devine, Gary Lee and others dated May 10, 2012 [Bates Nos. RC-9019_00049486 – RC-9019_00049491] (Exhibit 151, marked during the deposition of Timothy Devine, November 19, 2012).
Exhibit U	Memo, Agenda and Presentation to the Residential Capital, LLC Audit Committee, dated May 1, 2012 [Bates Nos. RC40022273 – RC40022367] (Exhibit 55, marked during the deposition of Thomas Marano, November 12, 2012).
Exhibit V	Excerpts from Deposition of John Mack, dated November 14, 2012.

Exhibit W	Email from Dan Soto to Jeff Brown dated May 8, 2012 [Bates Nos. ALLY_0141967 – ALLY_0141968] (Exhibit 105, marked during the deposition of John Mack, November 14, 2012).
Exhibit X	Excerpts from Deposition of James Whitlinger, dated November 15, 2012.
Exhibit Y	Email from Gary Lee attaching presentation materials for Residential Capital, LLC Board Meeting, dated May 9, 2012 [Bates Nos. RC-9019_00093180 – RC-9019_00093183] (Exhibit 60, marked during the deposition of Thomas Marano, November 12, 2012).
Exhibit Z	Excerpts from Deposition of Jeffrey A. Lipps, November 19, 2012.
Exhibit AA	Prospectus for Residential Funding Company, LLC, dated April 6, 2007.
Exhibit BB	Minutes of a Special Meeting of the Board of Directors of Residential Capital, LLC, dated May 9, 2012 [Bates Nos. RC-9019_00054006 – RC-9019_00054007] (Exhibit 61, marked during the deposition of Thomas Marano, November 12, 2012).

Dated: New York, New York
December 3, 2012

/s/ Kenneth H. Eckstein
Kenneth H. Eckstein